

Partnership for the Umpqua Rivers



1758 NE Airport Road
Roseburg, OR 97470
www.UmpquaRivers.org

Policy & Procedures Committee Meeting Agenda

Meeting Date: Tuesday, 23 May 2017

Meeting Time: 4:00-6:00 PM

Location: Cow Creek Tribal Offices

South Building Conference Room

2372 NE Stephens Street Suite 100, Roseburg OR 97470

- 1) Continue the review and update of Article 3 of the PUR Bylaws
 - i. Review and incorporate Board comments
 - ii. Incorporate additional comments from those in attendance
 - iii. Plan for Board review in July
- 2) Brief discussion on P&P Committee priorities
- 3) Confirm due outs and next meeting
- 4) Adjourn

We will have AV capabilities and can make proposed change to the Bylaws if we choose to do so.

This meeting will also have a call in option. The conference line information is as follows:

Call in Information
CONFERENCE BRIDGE

The toll free number for the Conference Bridge is 877-998-3480. Here are the instructions for using it.

1. Dial the Toll Free Number: **877-998-3480**
2. For Participant Access Enter PIN: (1699)
 - a. When you enter the PIN you will be connected to the conference call and will be able to speak and listen. **The conferencing capacity is currently set for 20 people.**
 - b. Dialing * from within the conference will allow you to mute your microphone.

Partnership for the Umpqua Rivers



1758 NE Airport Road
Roseburg, OR 97470
www.UmpquaRivers.org

Policy & Procedures Committee Meeting Notes

Meeting Date: Tuesday, 23 May 2017

Meeting Time: 4:00-6:00 PM

Location: Cow Creek Tribal Offices

South Building Conference Room

2372 NE Stephens Street Suite 100, Roseburg OR 97470

- 1) Continue the review and update of Article 3 of the PUR Bylaws
 - i. Review and incorporate Board comments
 - ii. Incorporate additional comments from those in attendance
 - iii. Plan for Board review in July
- 2) Brief discussion on P&P Committee priorities
- 3) Confirm due outs and next meeting
- 4) Adjourn

We will have AV capabilities and can make proposed change to the Bylaws if we choose to do so. This meeting will also have a call in option. The conference line information is as follows:

PUR Policy & Procedure Committee Meeting Minutes

May 23, 2017

Start: 4:03 p.m. Adjourn: 6:25 p.m.

In Attendance: Jason Robison, Eric Riley (via phone), Walt Gayner, Brian Nelson, Devin Johnson (via phone), Aaron Asen, Janet Perkins (taking notes)

Absent:

- 1) Continue the review and update of Article 3 of the PUR Bylaws
 - i. Review and incorporate Board comments
 - ii. Incorporate additional comments from those in attendance
 - Jason stated we will look at the comments that were provided and any additional comments. We'll look at incorporating those comments into the revised changes. We'll talk about timelines for how we want to have Board review this now that's it has been out for public comment for the Board. We'll have a quick conversation about P & P priorities. We've got a couple of things from our past meetings with regards to moving forward.

Then confirming the due outs at the next meeting. Jason asked if there are any questions, changes or additions to the agenda. There were none.

- Jason stated Janet has got these loaded up so let's pull up the draft with Darrin's comments first. Janet stated this draft has everyone's comments. Darrin's are red and Ken's are blue. Jason stated so let's just start at the top and work through them.
- Jason stated 3.1 under Number of Directors. Right now it says this corporation will have no more than 18 regular Directors. This was a verbiage change. As Darrin pointed out it doesn't reduce the number of total Directors that we have currently in the Bylaws. It says shall have at least and no more than and we decided it will have no more than 18. So that's what we clarified.
- Jason stated so if there are no questions there we will move on to 3.2 which is Appointment Election. 3.2.1 A minimum of 9 and no more than 19 Directors. So this is where we clarified that there must be at least one Director in each category. Walt stated and this was a recommendation from Gerel. The current policy is exactly as our roster shows correct? Jason stated correct. So this would say that we could go down as few as 9 and we would have as many as 18 total. Walt stated and no one has voiced any concern about that huh. Jason stated no. Walt stated okay. Devin asked, what is your concern Walt? Walt stated to be honest his concern is with a lack of attendance here and very little feedback at Board level people are not going to respect the committee's recommendation and they are going to squawk at the Board meeting about this. He is concerned on an issue like this if we are talking about half as many Directors, in theory, cutting the Board in half he would think someone would be concerned about that. Jason stated it is clarifying. It's really not cutting the Board in half. What it is saying is if we only have one in each category, which we are allowed, we don't want any fewer than 9 because then we don't have one in each category. If we were at our lowest a 2/3 majority would be 5. Walt asked where does it specify that we must maintain one from each category. Brian stated it's further down. Jason stated yes, it's further down. Brian stated 3.4.2. Jason stated, at least one and no more than. That is where we get at least one from each category and no more than 18. Which would be all categories filled to full capacity. We don't actually reduce. All this says is the lowest level we can go is 9 and our highest is level is 18. Brian stated so if we ever get to the point where we can't find people we can still function. Jason stated right. It also ties into the fact that the Board can make nominations to fill individual categories if we can't find someone to fill that category. Jason asked Janet to make a note that says clarify how this ties back into the categories.
- Brian asked what the discussion was on Mike's recommendation to reduce the Board. Jason stated we didn't really discuss that a whole lot. The big swing for us at the last meeting was getting the quorum decided on for 2/3. He thinks with Mike's decision to reduce the Board we did not make the change to reduce the Board here. We can still leave it as up to 18 but we're leaving ourselves the flexibility that if we go as low as 9 we can still function as long as we have five there for a quorum. We want to maintain

as many as we can with no fewer than 9. Jason stated all this does is say if for some reason we can't fill those positions we can function down to 9 with 5 being our quorum basically.

- Jason stated let's go to 3.2.3. We've changed this language to any Board member, member or interest group may bring forth a nominee as a potential new Director. Basically what we wanted to make sure of is that anybody that is affiliated with PUR can bring forward or nominate a Director as long as they are a Board member, member or interest group. Walt stated one of the sticky points that came up at the Executive Committee meeting yesterday was we've had no annual dues paid this year by anybody. So technically there's no members if you haven't paid. It kind of creates a little oddity to go well I didn't get a statement, if I haven't voluntarily written a check I'm not a member. I happen to be on the Board but technically I'm not a member. So if you have someone out in the world who hasn't paid their dues but thinks they are a member, say they pay the money, anybody can pay that and we'll take their money. Are we still saying that person no matter their alignment orientation or whatever can still bring somebody forward? Jason stated he thinks there are a couple of clarifications. He thinks where Darrin was going with this is what is an interest group and what are referring to. We are referring to an interest group as the categories of groups. The second question you bring up is what is a member? If we want to put in member is someone who has paid. Aaron stated that is member isn't it? Jason stated if that's the definition then a member is someone who has paid, if they are not paid they cannot bring someone forward. They have to be a member who has paid. They can bring forward someone but the Board ultimately has the ability to appoint that person. Walt stated this is a very important aspect of the organization. What is someone puts 5 or 6 people forward. Jason stated that is backed up by 3.2.4 which gives us now an affirmative vote of at least 75% of the quorum of the Board to vote them in. Jason stated he likes Darrin's comment under 3.2.4 is that do we then have a process by which the nominations committee puts forth a list of Directors to be appointed. He thinks that is something we can clarify under 3.2.3. Something that says all nominations must be passed through the nominations committee or something like that.
- Walt stated for clarification purposes when we talk about Directors are we also referring to their alternates. Because current policy is appointment of all alternates the Board has no say. Jason stated right. The new policy says the Board will approve alternates. Brian stated the language the nominations committee uses is vetted. Jason stated yes. Jason stated he thinks it's going to be a challenge point but he thinks it makes sense. All nominations, let's use "vetted", through the nominations committee. Nominations Committee shall provide recommendations to Board. That way they are vetted in the committee and the committee follows through with their recommendations to the Board. Then they can be screened initially by the committee. People are going to balk at that but he thinks that's the process we need to use. Aaron stated that is what we discussed earlier to hash that out in the Nominations Committee. Brian stated, do

they fit a category, do they not fit a category. Jason stated his thought is he thinks we move forward and clarify things so they are in the best interest of the organization. Those that are in the room see that. We may have to have a dialogue on that. At least we have a process that makes sense. In the absence of having them here we have a process that makes sense. Walt stated if this goes into place that can be what significantly changes how the Board functions. Jason stated right and that's why we thought it needed to be such a majority vote. In the event that someone wants to block it just for the sake of blocking it, you can't do it. Walt stated he agrees with that. We will accept or reject this based on consensus minus one and that's where he thinks we are going to hit the wall. Walt asked what plan B is if we don't think this will fly. Jason stated, this is his personal opinion, it's nice to think about plan B's but we are really here to revise these for the benefit of the organization. What we are trying to do here is put words in that will allow us to do business. Walt stated again he personally agrees with this language. He's never agreed with consensus minus one in any capacity because people are people. There's a part of him that says is it important for us to also have a very good understanding of how consensus minus one should work in order to even compare it fairly to other alternatives. Jason stated our hope is to get to consensus any time we can but we know we are having a challenge with that. In his conversations with OWEB members and staff, there are very few organizations now that are using consensus based voting systems because it doesn't work. Walt stated he is not protesting this. He is saying we will need to use consensus minus one to accept this and if we don't even understand how it is effectively used it's like we are constantly stuck. Jason stated personally he thinks, and he is curious to hear what the others in the room and on the phone have to say, he thinks our role as the P & P Committee is to take forward and bring the best recommendation forward to the Board and then let the Board hash it out. Walt asked is this right ratio for that or is it more appropriate to have a little more of a baby step may be part of the question. Jason stated he always likes to negotiate forward and then come back. He'd say 2/3 is our back point. 75% back to 2/3 but he wouldn't go back to consensus minus one. Walt stated he's saying if it takes 75% to select a Director is the back pedal to make it 80% or 90% or some number greater than that. That would be to him where the compromise direction goes. Not all the way to 1 messes it all up. Jason stated he thinks that is what we were getting at with the 75% over 2/3 is we need that much more. It's not a lot more but its one more individual. Brian stated 75% means no one caucus could block a Director. Jason stated that's where he would hope that the Nominations Committee in the vetting process would have that. Say there's a candidate that's coming forward for Ag for example, and that candidate is not going to get the Ag vote. That should be picked up in the Nominations Committee. The process should weed that candidate out before they come to the Board. Walt stated because he's not aware of what that process is going to be he's afraid of the vote. We've had candidates that you look on paper and you go this is a reasonable match and then they are a nightmare. Maybe he

should dwell less on this and say let's just figure out the nominations aspect of it so we don't even have to worry about whether it's $\frac{3}{4}$ or consensus minus one. We just have good people get there. Jason stated that would be his recommendation is we deal with that in the process to get people to the recommendation stage to the Board. That way we can weed them out during that process. Brian stated he thinks Directorships are a little bit different in that you're going to have personality issues going on between individuals. So $\frac{3}{4}$ majority on Directorships he thinks is different than a faction that represents the entire Board. As a Board we would want to move forward with consensus on an action. It's better to do nothing than do something that some people disagree with. If we do nothing as a Board the organization is still going to work. As far as Directorships he thinks we need to give ourselves a little bit of leeway on that. Walt stated he's willing to ice his opinion at this point because of optimism in how the nominations process will work. But he would think with the Directors that would be the point where you would need the most unity in selecting them. He thinks we need to be in unison for the Directors. That's what is concerning him because to him it is the most critical spot to deviate from consensus minus one. Brian stated you're thinking we need to be unanimous to be able to work together on who we are going to work with. Walt stated yes. The most important issue is picking the right Directors.

- Jason stated he thinks there are two other questions outside of Article III that we are going to have to discuss as a P & P Committee. One of them is what is the makeup of those interest groups? And who qualifies as an interest group member? That is a huge conversation. Then that information will be given to the Nominations Committee and they will have to screen people to make sure they fit into those categories. He thinks those are things we need to talk about down the road. Jason asked if there are any other questions or comments on 3.2.4 with 75%? He thinks we clarified Darrin's comment with regards to how we are going to do this with the Nominations Committee. He did have a question, "if the vote does not take place does 30 days-notice need to be given prior to the next meeting?" So if we don't vote at a meeting do we need to give an additional 30 days? Jason stated he doesn't necessarily think we need to give an additional 30 days as long as 30 days is given prior to a vote. For some reason if we don't have a quorum and we don't vote at least the notice was given and we would have it at the next meeting. Walt stated we've been very tolerant of the hits and misses in attendance.
- Jason stated 3.3 his comment was we updated the ORS statute. That's what we did there.
- Jason stated okay, this is where we get into the at least one and no more than. Because before it just said 3 Directors will represent agriculture, right? So what we wanted to say was well, we need at least 1 in that category or as many as 3 but if we can't get to 3 we need to have some range 1 to 3. So what tried to do is say at least 1 needs to represent that group and no more than 3. That's where we get the 9 and no more than 18. If you fill every category with one individual Director that would be 9. If

you fill every category to the maximum it would be 18. So that's all this is. All he's implying here is just making sure there's correction saying we can have only one in this category or have up to this many. Walt stated this is a cut and paste comment through all of that. Jason stated right. Walt stated he doesn't have an issue with the numbers. He thinks his comments on 3.4.6, we want to be specific to what regions. Jason stated right. What he would say is one Director will represent a Tribe within ancestral ties to the Umpqua Basin. Aaron stated he wasn't real concerned about the at least 1 and no more than 3 Directors. If he was to read that he wouldn't immediately think that implies that 1 or 2 is okay. Brian stated especially since we have 3.4.8 there. Walt stated but it is okay if we have 2. Walt stated he doesn't have a problem with any of the language in black for this section. Jason stated with the clarification of 3.4.6 Ancestral Ties, that opens the door to 4 Tribes. The Coos, the Siletz, the Grand Ronde and the Cow Creek. Walt asked Grand Ronde? Really? Jason stated yes they are Confederated Tribes so a lot of the Upper Rogue and Umpqua were marched to the Confederated Tribes of the Grand Ronde Reservation. So they have ancestral ties there. They also have a Molalla Treaty which comes up from the Calapooya's into the Cascades. Jason stated but right now Siletz and Grand Ronde really don't have an interest in the area. Whereas Coos and Cow Creek obviously do. But this opens the door to all those 4 Tribes which is fine. Jason stated okay, so there are no other concerns with the at least one and no more than. Because once again it doesn't limit our ability to have a couple. Walt stated right and our change in Quorum. It doesn't hurt quorum.

- Jason stated okay, staggering Directors, 3.5 Terms. This is just basically re-clarifying that we do have staggered 3 year terms. It wasn't very clear in the old Bylaws so we tried to clarify it. Brian stated there was a comment on something that's already part of the Bylaws. "Will appoint a new Director or reappoint a Director", he's actually bringing up something we could change of something that's existing. Do we want to make the priority to reappoint the Director? Currently it states appoint a new Director or reappoint the Director. He doesn't think it makes any difference. His point would be that the priority would be if at all possible to reappoint the Director that's already familiar. The priority is to reappoint the Director. Walt asked are we saying that we prefer the priority of the incumbent. Brian stated that's the question, do we want to establish a priority. Walt stated part of him says no. Jason stated yeah he doesn't think we do. Walt stated because your merit stands on its own. Jason asked Janet to put "no priority" as a comment.
- Jason stated okay, on 3.6.2 Vacancies. This is where we talked about we will do what we can as soon as practicable. We had a lot of conversation about this word practicable. Walt stated any position that's coming open, regardless of circumstance, on one hand we are saying fill it, fill it, fill it but then we modify quorum to say we don't need to be in a hurry to fill it. Jason stated we could put a note in here to say the appointment process should still follow section 3.2.3 and 3.2.4. Jason stated we had some discussion about whether we needed "new" in there or not. Brian stated

the old Director is gone, you're appointing "a Director". Jason stated if we go back to the appointment process he reads this to say any Board member can bring forth a Director's name and then there has to be 30 days-notice before any vote is given. So if he's a Board member, and he wants to nominate a person for this Board position. From that point forward it starts a clock to when it's practicable to nominate. It has to go to the Nominations Committee, the Nominations Committee has to confirm if that person makes the cut and then it comes back to the Board for a recommended vote. So the way he would see that is practical could be any Board member coming up at any time, moving it through the Nominations Committee within the 30 day time frame. Or it gets cut, they don't make the cut, they don't make a vote. He doesn't think we would be wise to put a time frame in there. Walt stated if he thinks back there were statements made by Directors to say it doesn't matter if we stay sub-quorum we don't need to be in a hurry to fill this. So why did we find that to be unacceptable? Does this address what our concerns are? Or have we already through some other mechanism addressed this concern? Jason stated he thinks it's a concern of need. So if we need Directors to get Quorum and we have vacancies then we are going to ramp it up. But if we don't need the Directors to get a quorum then we don't have any need to ramp it up. Walt asked if we have addressed that in a different avenue. So do we need this language? Or if nothing else do we just understand what the words mean so we're comfortable with it. Jason stated like he said he thinks it's based on need. So for him when he sees practicable it's based on need. If he needs to fill the position then he'll work a little bit faster. Walt asked if there is any value in some language that says the intent is to keep the Board at some level and therefore you're trying to fill these vacancies as quickly as possible. Jason asked what if we removed "as soon as practicable"? Just say "if any position on the Board is vacant the Board will appoint a new Director who will serve for the remainder of the term of the vacant position". And we will follow the same process. Walt stated in other legal language some phrase of time if of the essence. Something like that says that time matters. Aaron stated he thinks the only time it's going to be an issue if we are running up against quorum. Jason stated he thinks the only way you get around that is you get really specific. You basically say upon a vacancy nominations shall be submitted within so many days. Jason stated we can add that in, if any position on the Board is vacant the Board will in good faith, as soon as practicable, appoint... Jason stated it says we will actually work in good faith to fill the position.

- Jason stated on Removal Resignation, once again we've got 70% of the quorum. This just clarifies that we don't get into this back and forth with consensus minus one when we have to remove someone. If someone is going to be removed it takes 30 days-notice for a vote to take place. We have to keep a copy of that removal in the records of the corporation. Brian asked what is in accordance with. Have we checked to see if that is what that ORS states? Jason stated he believes Eric did look at that statute. Jason asked Janet to add a note to double check that statute. Jason stated the written order is what he believes is what is referred to in the ORS

statute. Devin stated he has the ORS statutes pulled up if you guys want to hear it. Jason stated yes. Devin read the ORS statute. Walt asked where in the policy would you put it if a person fails to show up for three meetings, four meetings, five meetings, six meetings. Where do we build in that becomes the trigger for eligibility without a vote like this. Jason stated when we talk about additional policy manual, priority policies, that should be the code of conduct for Directors. So the Code of Conduct for the Directors we would have them sign when they are elected as Director would state those things in them.

- Jason stated okay, so we did change the Alternates. Right now it says, Each Director of the Board may nominate one first Alternate and one Second Alternate who will attend and participate in meeting of the Board when the Director is unable to attend. The Board shall confirm by a 2/3 majority all alternate nominees. We added that 2/3 majority for nominees to that the Board actually had some ability to confirm them by a vote. Walt stated if an Alternate has the same power as a Director shouldn't we treat them the same. Jason stated he was just thinking the same thing.
- Brian stated on 3.8.5 we could have a however, subject to the limitations stated in 3.5.1 any individual who serves as an alternate may be appointed by the Board as a Director to fill a vacancy on the Board unless they have are in their sabbatical term. Jason stated right unless they've served 2 consecutive terms without a 3 year absence. Brian asked do we even want that. Walt asked what if they aren't an Alternate. What if they bow out for a year then they come back and they say hey we can really use you. Then do you say hey wait 2 more years and then we can pick you up. He's not sure you want to eliminate somebody for 3 years. Jason stated why don't we leave it like that and kind of chew on it a little bit. We can get some more feedback on it.
- Jason stated on 3.8.7 Darrin is saying we haven't enforced this Bylaw. Several of the Directors do not want an Alternate, but an Alternate is beneficial to the Board. Jason stated we are saying that a replacement will be appointed in accordance with 3.8.1 which actually says the Board will approve but the Alternate has to be brought forth by the Director. Walt asked how does that really work though. Is that the formality that he Director brings forth the Alternate? Jason stated but the Board ends up voting on them. Jason stated once again that gets back to selection criteria. Our hope is that Director can select an Alternate. Aaron stated if you want to keep it consistent like bringing forward a Director nomination anybody, member or another Director, can bring forth a nominee so why would it be different than this. Jason stated so we need to make a note that says do we want to make this consistent with the Director nomination process. Walt stated it's important to emphasize that the Alternate has all the same pull so we might as well treat them with the same standard. Jason stated he thinks that is a good point. If an Alternate can serve as a Director then we need to have the same scrutiny on an Alternate. Let's just make it consistent. Jason stated he made a note, timeline for selection, just in case we want to consider that. Jason stated he thinks the intent, when we had the conversation, is that the Board should be approving Alternates. If

that's the case then we make it exactly like another Director. Walt stated he is in favor of removing the Director as the point that the Alternate comes through. Jason stated he thinks that is consistent with what we were trying to do too, is give the Board more control over the Alternates.

- Jason stated 3.10 kind of gets to the duties of the Board. It is also where we would tie in the code of conduct. Basically we wanted to make sure the duties of the Board were very clear. Darrin's comments on number one, we're basically saying the Board can't hire, fire, or affix compensation other than the Executive Director. The Executive Director's job is to deal with the rest of the staff. The Executive Director should have that authority, not the Board. Brian stated and that needs to be updated because when this was written there was no Executive Director. Jason stated right. Devin stated there's been some contention over is it a Board vote who decides the Executive Director pay and that kind of thing. He thinks it is not the Board's responsibility to vote on that, it's the job of the Executive Committee to oversee that. He would like that defined. Jason stated what we tried to do in the language in 3.10.2 was basically add this language, the Board and/or appropriate committee appointed or empowered by the Board. So if the Executive Committee is the appropriate committee that's empowered by the Board to deal with the Executive Director then that committee shall make those determinations. Basically it eliminates this general that the Board has discretion over everything. If the Board has empowered the committee to have discretion over the Executive then that committee has that authority under these Bylaws. Devin asked if that power has been appointed to the Executive Committee. Jason stated it has not been appointed. It would have to be appointed under the new Bylaws. Right now the Board has oversight over the agents, employees, and that's what we eliminated because we didn't think that was appropriate. Walt stated we also went through the Executive Committee Charter and it does not give the authority to the committee to set the compensation of the Executive Director. Jason stated he thinks that would have to be something the Board would have to vote on to move that under there. This new language does now allow us to empower our committees whereas the old language didn't. Devin stated he thinks it's important because it's a mechanism to protect the Executive Director. Brian stated if the Executive Committee is the only one that we are giving this to why don't we just state that. As it is here we can give any committee the authority to develop policies and procedures and all this other stuff. We don't want our committees to be doing that other than the Executive committee. Walt stated right now when the committee concept was developed there was no committee given the authority to make a decision. It was recommendations only. When the Board agrees to do something is there any accountability to the committee Chair that it be done. Jason stated not really unless it is specifically addressed in the Charter. Jason stated right now what this does he thinks legally, is it provides us the flexibility, it doesn't completely the Board away from issues related to the Executive Director, it still allows some oversight if the Board chooses not to empower the committee. But what it does now is it allows us to empower

the committee to take that responsibility on. Brian stated he thinks it needs to be removed from here and put under the duties for the Executive Committee. We are talking about the Duties of the Board here and now we are taking them away from the Board to do this. So we need to take it out of here and put it into the duties of the officers as an Executive Committee. Rather than say the Board appoints such and such committee to do this, this and this. Because we are down here saying the appropriate committee will supervise all officers. The Executive Committees are the officers, the officers are supervising themselves. So we are still talking about the Board as a whole. What are our responsibilities? If we are going to take out supervising the Executive Director out of the Board's responsibilities, we shouldn't even state that in here. That should be part of the officers duties. Walt stated that would be part of the Executive Committee's duties. Brian stated maybe as a subsection of Officers of the Corporation we put in there will be an Executive Committee that will do this, this and this. If we start appointing committees to supervise officers, to develop policies and procedures, this isn't the place for committees. This is the place for Board duties. The Board will do this and then under the committees we'll say and as directed committees will make recommendations. He thinks this is inappropriate to put committees into what the Board's responsibilities are. Jason stated he sees what Brian is saying and he would get rid of number 1. Then put a note that says duties of the Executive Committee.

- Walt asked if we are reversing what we came to a standstill on before. Jason stated he thinks what this does is as long as we define the duties of the Executive Committee what this is saying is that we as a Board are empowering our Executive Committee to do these things. And that the Bylaws allow us to empower the Executive Committee to do these things. Walt states it allows us but it is not authorizing us at this time, or is it? Jason stated it depends on what language we put in for the duties of the Executive Committee or how we want to structure that. If we want that in the Bylaws or in the Charter. Brian stated as it reads Alan's comments then he wants to go to every Executive Committee and it needs to come out to the Board in Executive Session to be voted on compensation and everything that goes through that has our name on it. We're talking about all expenditures. There are a lot of expenditures that are grant specific that do not and cannot go through the Board for approval. Walt stated he agrees but he knows we did not come to an agreement on the Executive Committee Charter. In order to get it approved by the Board we withheld the aspect of Executive Director compensation. Brian asked if it was left as a Board duty. Walt stated yeah because we couldn't agree. Jason asked so what if we went back to number 1 and got rid of all the committee and just said the Board shall and number 1 be the power of the Executive Committee to. Then to supervise. Brian stated that's what he was getting at here. State it here that the Executive Committee will be the ones determining that. Walt asked do we state it here or do we simply say we are following the Charter for the Executive Committee and then in the Executive Committee Charter it says you evaluate compensation. Jason

stated he thinks we put it in here and then in the Committee Charter you refer back to the Bylaws. Brian stated exactly.

- Jason stated the way we had it before we were empowering Committees in general. Then it's gets to point number 3. So you go through point 1, you go through point 2 and then you get to 3. Develop such policies, procedures and rules the Board deems necessary for exercising the powers granted by these Bylaws. So any Committee, if they were empowered by the Board, could develop policies, procedures, rules the Board deems necessary. The way he would read that in the Executive Committee then is if we have the ability to empower the Executive Committee, the Executive Committee can then work to develop policies, procedures or rules that allow us to conduct business through the Executive Committee in the absence of the Board. We still have to have a vote on it. We still have to get it through the Board initially. Or any Committee can have that empowerment. Walt stated he thinks we need to have it here because the Committees originally were defined to all be advisory. Now we are saying something different. That's not bad the Board can change its mind. Jason stated the only one he can see them empowering would be the Executive Committee. Brian stated we don't want to empower them to say this is the way we're going to go. Walt stated right and the original framework was everybody is advisory. Brian stated he thinks we need to just say what the Board is responsible for. Then under Committees recommendations can be made to the Board. Walt stated in the chain of command the Board is ultimately responsible for everything. Jason stated why don't we remove the strikethrough and put the question of "duties of the Executive Committee?" in there so that we can review that.
- Jason stated on Compensation we just put based on available funding. Walt stated if you start that it's kind of like Pandora's Box. Who decides what is acceptable or unacceptable. Jason stated say we have council support dollars and you have to go up for the day. Then we should be able to as a Board say that is worth compensation because it is above and beyond what you would normally do. Walt stated where do you draw the line to say this is above and beyond when we are volunteers for all of it. Part of him says it just shouldn't be an option at all. Jason asked Eric on 3.11.1 we've got this Directors will serve without compensation for their services, however we talked about this idea of based on available funding they may be allowed reasonable advancement for expenses incurred from their duties. What would be the appropriate decision making matrix for making a decision on when that is applicable and when it's not in your mind? Eric stated he doesn't know that we could afford to pay wages or per diem. Jason stated all this does is open the door for reimbursement, not that we've ever done it. Brian stated maybe a reimbursement, like you're up there with Darrin and Walt. It would allow you to buy them lunch under your expense and not have any conflict of interest. Eric stated correct. Jason stated otherwise it probably isn't going to get used. Jason stated it would be based on available funding and Board approval. Jason stated the reason we put based on available funding is because we don't

always have funding. So if someone came to you and said I want to be reimbursed, the way the Bylaws read, you will reimburse them.

- Jason stated we went back and forth on 3.12.2. The reason for that is we wanted to try to get away from monthly meetings and allow ourselves to go to quarterly meetings if we want to. That's why the language states no less than quarterly. Walt asked what about Executive Sessions. How does that fit into this? Is that considered a special meeting? Jason stated no he thinks we have specific Executive Sessions. Special meetings, we could clarify, not including Executive Sessions. Brian asked if we are making a 3.12.3 clause for this Special Meetings clause. Jason stated yes, there should be a 3.12.3. Brian stated if the Executive Director is having a problem with somebody and he needs a special meeting for something he can call it.
- Walt stated under 3.13.5 his suggestion is that the Executive Director be made aware of anybody who's going to be absent. Whoever is the President comes and goes. The continuity really lies with the Executive Director. Walt stated to him having the Executive Director plugged in at that level and being aware, that's the most important person to him. Brian asked what the intent of this was originally. Was it to know if they were not going to have enough people for a quorum and then not bother with a meeting? This might be the appropriate place to say if a Director doesn't show up for more than 90% of the meetings. Brian stated he is just trying to figure out what the meaning is. Jason stated he thinks the purpose was if we call an Executive Meeting and the Secretary is responsible for making sure that people get there. In this case you're saying the Executive Director should have that role. Then the Executive Director shall make diligent effort to call the Directors to get them to that meeting. If they can't get a Director then they'll call the Alternate. That is what this is saying. Jason stated let's put a note down here, "Switch Secretary with Executive Director".
- Walt stated so quorum has been changed. Jason stated yes to 2/3. Jason stated add a note that has already been approved. Jason stated we put a phone in vote because of those rare circumstances where we are not getting a quorum. He doesn't necessarily think we need that now but he's curious what everybody else thinks. We don't have it now. We've used it cautiously. Aaron stated he can see his point on that too. If you're going to make contact with somebody on the phone you need to try to contact everybody. Jason stated so what if we did upon notification of the Board a person may choose to phone into a meeting and their vote shall be counted as present.
- Jason stated he will get the changes out and we will provide some additional feedback. Jason stated what he will do is take what we've done so far and if you have any additional comments you can send those to him. He will incorporate those and send out another draft with updated comments that we talked about today.
- Jason asked what do we want to do as far as timeframe on this. He doesn't want it sitting out there for another couple of cycles to get more and more comments because we'll just be editing and editing. Walt stated July

would be the next opportunity. Jason stated we want to plan on getting all comments back and finalizing by the July Board meeting. Then put it to a vote in July.

iii. Plan for Board review in July

- Jason stated we are going to have votes for the officers. Walt stated and the at large he believes. Jason stated he's just looking at time frame for that meeting. We are looking at 3 hours. It's going to take us awhile to through this. Even if we don't get through it at least we can approve some of it and then we put it on the agenda for the next meeting. Then we just keep working at it until we get it all approved.
- Jason stated let's try to have any additional comments back within the next 2 weeks so he can incorporate those. Then that will put us a week before the next meeting. Then at the next meeting he will have a final draft. Then in two weeks from that meeting we need to have all final documents back so we can have it ready to go by July. Walt asked what if you sent this out and said we want all comments due back by the next meeting. Jason stated then just put it out to everybody right now. Walt stated then you've got more time to integrate what comes back in. Jason stated okay.

2) Brief discussion on P&P Committee priorities

- Jason stated we have policy manual that we need to work on. Then other policies we've talked about this concept of working through a nominations process and formalizing that. We've talked about a policy with regards to what constitutes a certain organization. Those are things we need to hash out.
- Jason stated his recommendation is we get through this. After we get through the July meeting at the next meeting we need to talk about what our next priorities are going to be.

3) Confirm due outs and next meeting

4) Adjourn